

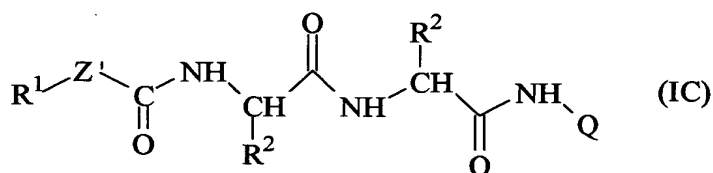
AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in this application.

LISTING OF CLAIMS:

1-90. Canceled

91. (New) A pharmaceutical composition comprising a pharmaceutically inert carrier and a pharmaceutically effective amount of a compound of formula IC:



wherein R¹ is selected from the group consisting of:

- A) alkyl of from 1 to 10 carbon atoms;
- B) alkenyl of from 2 to 10 carbon atoms and 1-2 sites of alkenyl unsaturation;
- C) alkynyl of from 2 to 10 carbon atoms and from 1-2 sites of alkynyl unsaturation;
- D) cycloalkyl of from 3 to 12 carbon atoms;
- E) cycloalkenyl of from 4 to 8 carbon atoms;
- F) substituted alkyl of from 1 to 10 carbon atoms, having from 1 to 3 substituents selected from:
 - 1) alkoxy of from 1 to 10 carbon atoms;
 - 2) substituted alkoxy of the formula substituted alkyl-O- where substituted alkyl is as defined in F herein;
 - 3) cycloalkyl which is as defined in D herein;

- 4) substituted cycloalkyl is defined in I herein;
- 5) cycloalkenyl which is defined in E herein;
- 6) substituted cycloalkenyl which is defined in J herein;
- 7) acyl selected from alkyl-C(O)-, substituted alkyl-C(O)-, cycloalkyl-C(O)-, substituted cycloalkyl-C(O)-, aryl-C(O)-, heteroaryl-C(O)- and heterocyclic-C(O)- wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein cycloalkyl is defined in D herein; wherein substituted cycloalkyl is defined in I herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- 8) acylamino having the formula -C(O)NRR where each R is independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, or heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- 9) acyloxy selected from alkyl-C(O)O-, substituted alkyl-C(O)O-, cycloalkyl-C(O)O-, aryl-C(O)O-, heteroaryl-C(O)O-, and heterocyclic-C(O)O- wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein cycloalkyl is defined in D herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- 10) amino;
- 11) aminoacyl having the formula -NRC(O)R wherein each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, and heterocyclic; wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein;

- wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- 12) aminoacyloxy having the formula $-NRC(O)OR$ wherein each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, and heterocyclic; wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- 13) cyano;
- 14) halogen;
- 15) hydroxyl;
- 16) carboxyl;
- 17) carboxylalkyl having the formula $-C(O)Oalkyl$ wherein alkyl is defined in A herein;
- 18) thiol;
- 19) thioalkoxy having the formula $-S-alkyl$, wherein alkyl is defined in A herein;
- 20) substituted thioalkoxy having the formula $-S-substituted\ alkyl$, wherein substituted alkyl is defined in F herein;
- 21) aryl having from 6 to 14 ring carbon atoms, optionally substituted with from 1 to 5 substituents selected from the group consisting of:
- a) hydroxy;
 - b) acyl as defined in F7 herein;
 - c) acyloxy as defined in F9 herein;
 - d) alkyl as defined in A herein;
 - e) substituted alkyl as defined in F herein;
 - f) alkoxy as defined in F1 herein;
 - g) substituted alkoxy as defined in F2 herein;
 - h) alkenyl as defined in B herein;

- i) substituted alkenyl as defined in G herein;
- j) alkynyl as defined in C herein;
- k) substituted alkynyl as defined in H herein;
- l) amino;
- m) aminoacyl as defined in F11 herein;
- n) acylamino as defined in F8 herein;
- o) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;
- p) aryl as defined in F21 herein;
- q) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;
- r) azido;
- s) carboxyl;
- t) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;
- u) cyano;
- v) halo selected from fluoro, chloro, bromo and iodo;
- w) nitro;
- x) heteroaryl as defined in F22 herein;
- y) heterocyclic as defined in F23 herein;
- z) aminoacyloxy as defined in F12 herein;
- aa) oxyacylamino having the formula -OC(O)NRR where each R is independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, or heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

- bb) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;
- cc) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;
- dd) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein;
- ee) thioheteroaryloxy having the formula -S-heteroaryl wherein heteroaryl is defined F22 herein;
- ff) -SO-alkyl wherein alkyl is defined in A herein;
- gg) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;
- hh) -SO-aryl wherein aryl is defined in F21 herein;
- ii) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;
- jj) -SO₂-alkyl wherein alkyl is defined in A herein;
- kk) -SO₂-substituted alkyl wherein substituted alkyl is defined in F herein;
- ll) -SO₂-aryl wherein aryl is defined in F21 herein;
- mm) -SO₂-heteroaryl wherein heteroaryl is defined in F22 herein;
- nn) trihalomethyl wherein halo is defined in I20 herein;
- oo) mono- and dialkylamino wherein alkyl is defined in A herein;
- pp) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;
- qq) mono- and di-arylamino wherein aryl is defined in F21 herein;
- rr) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;
- ss) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein;

- tt) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- 22) heteroaryl of from 1 to 15 ring carbon atoms and 1 to 4 ring heteroatoms selected from oxygen, nitrogen and sulfur, optionally substituted with from 1 to 5 substituents selected from:
 - a) alkyl as defined in A herein;
 - b) substituted alkyl as defined in F herein;
 - c) alkoxy as defined in F1 herein;
 - d) substituted alkoxy as defined in F2 herein;
 - e) aryl as defined in F21 herein;
 - f) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;
 - g) halo selected from fluoro, chloro, bromo and iodo;
 - h) nitro;
 - i) heteroaryl as defined in F22 herein;
 - j) thiol;
 - k) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;
 - l) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;
 - m) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein; and
 - n) trihalomethyl wherein halo is defined in I20 herein;

- 23) heterocyclic of from 1 to 15 ring carbon atoms and from 1 to 4 ring atoms selected from nitrogen, sulfur and oxygen, optionally substituted with from 1 to 5 substituents selected from:
- a) alkyl as defined in A herein;
 - b) substituted alkyl as defined in F herein;
 - c) alkoxy as defined in F1 herein;
 - d) substituted alkoxy as defined in F2 herein;
 - e) aryl as defined in F21 herein;
 - f) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;
 - g) halo selected from fluoro, chloro, bromo and iodo;
 - h) nitro;
 - i) heteroaryl as defined in F22 herein;
 - j) thiol;
 - k) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;
 - l) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;
 - m) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein; and
 - n) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;
- 24) aryloxy of the formula -O-aryl wherein aryl is defined in F21 herein;
- 25) heteroaryloxy of the formula -O-heteroaryl wherein heteroaryl is defined in F22 herein;
- 26) hydroxyamino;
- 27) alkoxyamino wherein alkoxy is defined in F1 herein;
- 28) nitro;
- 29) -SO-alkyl wherein alkyl is defined in A herein;

- 30) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;
 - 31) -SO-aryl wherein aryl is defined in F21 herein;
 - 32) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;
 - 33) -SO₂-alkyl wherein alkyl is defined in A herein;
 - 34) -SO₂-substituted alkyl wherein substituted alkyl is defined in F herein;
 - 35) -SO₂-aryl wherein aryl is defined in F21 herein;
 - 36) -SO₂-heteroaryl wherein heteroaryl is defined in F22 herein;
 - 37) mono- and dialkylamino wherein alkyl is defined in A herein;
 - 38) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;
 - 39) mono- and di-arylamino wherein aryl is defined in F21 herein;
 - 40) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;
 - 41) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein;
 - 42) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- G) substituted alkenyl having from 1 to 3 substituents selected from the group consisting of:
- 1) alkoxy as defined in F1 herein;
 - 2) substituted alkoxy as defined in F2 herein;
 - 3) acyl as defined in F7 herein;
 - 4) acylamino as defined in F8 herein;
 - 5) acyloxy as defined in F9 herein;

- 6) amino;
- 7) aminoacyl as defined in F11 herein;
- 8) aminoacyloxy as defined in F12 herein;
- 9) cyano;
- 10) halogen selected from fluoro, chloro, bromo and iodo;
- 11) hydroxyl;
- 12) carboxyl;
- 13) carboxylalkyl as defined in F17 herein;
- 14) thiol;
- 15) thioalkoxy as defined in F19 herein;
- 16) substituted thioalkoxy as defined in F20 herein;
- 17) aryl as defined in F21 herein;
- 18) heteroaryl as defined in F22 herein;
- 19) heterocyclic as defined in F23 herein;
- 20) nitro;
- 21) -SO-alkyl wherein alkyl is defined in A herein;
- 22) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;
- 23) -SO-aryl wherein aryl is defined in F21 herein;
- 24) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;
- 25) -SO₂-alkyl wherein alkyl is defined in A herein;
- 26) -SO₂-substituted alkyl wherein substituted alkyl is defined in F herein;
- 27) -SO₂-aryl wherein aryl is defined in F21 herein;
- 28) -SO₂-heteroaryl wherein heteroaryl is defined in F22 herein;
- 29) mono- and dialkylamino wherein alkyl is defined in A herein;
- 30) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;
- 31) mono- and di-arylamino wherein aryl is defined in F21 herein;

- 32) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;
 - 33) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein; and
 - 34) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- H) substituted alkynyl of from 1 to 3 substituents selected from:
- 1) alkoxy as defined in F1 herein;
 - 2) substituted alkoxy as defined in F2 herein;
 - 3) acyl as defined in F7 herein;
 - 4) acylamino as defined in F8 herein;
 - 5) acyloxy as defined in F9 herein;
 - 6) amino;
 - 7) aminoacyl as defined in F11 herein;
 - 8) aminoacyloxy as defined in F12 herein;
 - 9) cyano;
 - 10) halogen selected from fluoro, chloro, bromo and iodo;
 - 11) hydroxyl;
 - 12) carboxyl;
 - 13) carboxylalkyl as defined in F17 herein;
 - 14) thiol;
 - 15) thioalkoxy as defined in F19 herein;
 - 16) substituted thioalkoxy as defined in F20 herein;
 - 17) aryl as defined in F21 herein;
 - 18) heteroaryl as defined in F22 herein;

- 19) heterocyclic as defined in F23 herein;
 - 20) nitro;
 - 21) -SO-alkyl wherein alkyl is defined in A herein;
 - 22) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;
 - 23) -SO-aryl wherein aryl is defined in F21 herein;
 - 24) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;
 - 25) -SO₂-alkyl wherein alkyl is defined in A herein;
 - 26) -SO₂-substituted alkyl wherein substituted alkyl is defined in F herein;
 - 27) -SO₂-aryl wherein aryl is defined in F21 herein;
 - 28) -SO₂-heteroaryl wherein heteroaryl is defined in F22 herein;
 - 29) mono- and dialkylamino wherein alkyl is defined in A herein;
 - 30) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;
 - 31) mono- and di-arylamino wherein aryl is defined in F21 herein;
 - 32) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;
 - 33) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein; and
 - 34) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- I) substituted cycloalkyl having 3 to 12 carbon atoms and from 1 to 5 substituents selected from the group consisting of:
- 1) hydroxy;
 - 2) acyl as defined in F7 herein;

- 3) acyloxy as defined in F9 herein;
 - 4) alkyl as defined in A herein;
 - 5) substituted alkyl as defined in F herein;
 - 6) alkoxy as defined in F1 herein;
 - 7) substituted alkoxy as defined in F2 herein;
 - 8) alkenyl as defined in B herein;
 - 9) substituted alkenyl as defined in G herein;
 - 10) alkynyl as defined in C herein;
 - 11) substituted alkynyl as defined in H herein;
 - 12) amino;
 - 13) aminoacyl as defined in F11 herein;
 - 14) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;
 - 15) aryl as defined in F21 herein;
 - 16) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;
 - 17) carboxyl;
 - 18) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;
 - 19) cyano;
 - 20) halo selected from fluoro, chloro, bromo and iodo;
 - 21) nitro;
 - 22) heteroaryl as defined in F22 herein;
 - 23) thioalkoxy as defined in F19 herein;
 - 24) substituted thioalkoxy as defined in F20 herein; and
 - 25) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;
- J) substituted cycloalkenyl having from 4 to 8 carbon atoms and from 1 to 5 substituents selected from the group consisting of:

- 1) hydroxy;
- 2) acyl as defined in F7 herein;
- 3) acyloxy as defined in F9 herein;
- 4) alkyl as defined in A herein;
- 5) substituted alkyl as defined in F herein;
- 6) alkoxy as defined in F1 herein;
- 7) substituted alkoxy as defined in F2 herein;
- 8) alkenyl as defined in B herein;
- 9) substituted alkenyl as defined in G herein;
- 10) alkynyl as defined in C herein;
- 11) substituted alkynyl as defined in H herein;
- 12) amino;
- 13) aminoacyl as defined in F11 herein;
- 14) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;
- 15) aryl as defined in F21 herein;
- 16) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;
- 17) carboxyl;
- 18) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;
- 19) cyano;
- 20) halo selected from fluoro, chloro, bromo and iodo;
- 21) nitro;
- 22) heteroaryl as defined in F22 herein;
- 23) thioalkoxy as defined in F19 herein;
- 24) substituted thioalkoxy as defined in F20 herein; and
- 25) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;

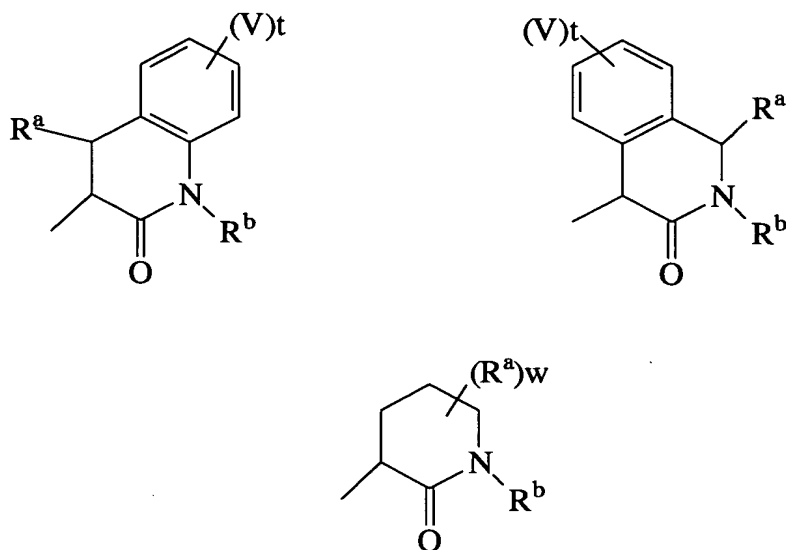
- K) aryl as defined in F21 herein;
- L) heteroaryl as defined in F22 herein; and
- M) heterocyclic as defined in F23 herein;

R² is independently selected from the group consisting of:

- N) alkyl as defined in A herein;
- O) alkenyl as defined in B herein;
- P) alkynyl as defined in C herein;
- Q) substituted alkyl as defined in F herein;
- R) substituted alkenyl as defined in G herein;
- S) substituted alkynyl as defined in H herein;
- T) cycloalkyl as defined in D herein;
- U) aryl as defined in F21 herein;
- V) heteroaryl as defined in F22 herein;
- W) heterocyclic as defined in F23 herein;
- W¹) 2-aminopyrid-6-yl;
- W²) 2-methylcyclopentyl;
- W³) cyclohex-2-enyl; and
- W⁴) $-(CH_2)_4NHC(O)OC(CH_3)_3$;

Z' is represented by the formula -CX'X''-, -T-CH₂- or -T-C(O)-, where T is selected from the group consisting of oxygen, sulfur, -NR⁵, where R⁵ is hydrogen, acyl as defined in F7 herein, alkyl as defined in A herein, aryl as defined in F21 herein, or heteroaryl as defined in F22 herein; X' is hydrogen, hydroxy, or fluoro; X'' is hydrogen, hydroxy, or fluoro; or X' and X'' together form an oxo group;

wherein Q is selected from the group consisting of:



wherein R^a is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, amino, carboxyl, carboxylalkyl as defined in F17 herein, cyano, and halo;

R^b is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, acyl as defined in F7 herein, aryl as defined in F21 herein, heteroaryl as defined in F22 herein, and heterocyclic as defined in F23 herein;

each V is independently selected from the group consisting of hydroxy, acyl as defined in F7 herein, acyloxy as defined in F9 herein, alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, alkenyl as defined in B herein, substituted alkenyl as

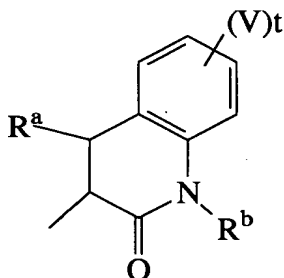
defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, amino, aminoacyl as defined in F11 herein, alkaryl as defined in F21 herein, aryl as defined in F21 herein, aryloxy as defined in F21 herein, carboxyl, carboxyalkyl as defined in F17 herein, cyano, halo, nitro, heteroaryl as defined in F22 herein, thioalkoxy as defined in F22 herein, substituted thioalkoxy as defined in F22 herein, and trihalomethyl as defined in F22 herein;

t is an integer from 0 to 4;

w is an integer from 0 to 3;

or pharmaceutically acceptable salts thereof.

92. (New) The pharmaceutical composition according to Claim 91, wherein Q is:



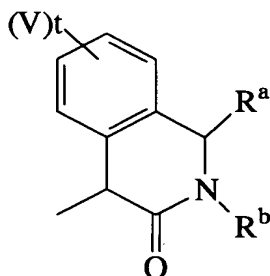
wherein R^a is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, amino, carboxyl, carboxylalkyl as defined in F17 herein, cyano, and halo;

R^b is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, acyl as defined in F7 herein, aryl as defined in F21 herein, heteroaryl as defined in F22 herein, and heterocyclic as defined in F23 herein;

each V is independently selected from the group consisting of hydroxy, acyl as defined in F7 herein, acyloxy as defined in F9 herein, alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, amino, aminoacyl as defined in F11 herein, alkaryl as defined in F21 herein, aryl as defined in F21 herein, aryloxy as defined in F21 herein, carboxyl, carboxyalkyl as defined in F17 herein, cyano, halo, nitro, heteroaryl as defined in F22 herein, thioalkoxy as defined in F22 herein, substituted thioalkoxy as defined in F22 herein, and trihalomethyl as defined in F22 herein;

t is an integer from 0 to 4;
or pharmaceutically acceptable salts thereof.

93. (New) The pharmaceutical composition according to Claim 91, wherein Q is:



wherein R^a is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, amino, carboxyl, carboxylalkyl as defined in F17 herein, cyano, and halo;

R^b is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, acyl as defined in F7 herein, aryl as defined in F21 herein, heteroaryl as defined in F22 herein, and heterocyclic as defined in F23 herein;

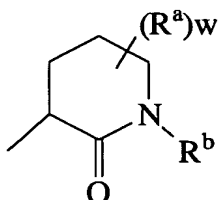
each V is independently selected from the group consisting of hydroxy, acyl as defined in F7 herein, acyloxy as defined in F9 herein, alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, amino, aminoacyl as defined in F11 herein, alkaryl as defined in F21 herein, aryl as defined in F21 herein, aryloxy as defined in F21 herein, carboxyl,

carboxyalkyl as defined in F17 herein, cyano, halo, nitro, heteroaryl as defined in F22 herein, thioalkoxy as defined in F22 herein, substituted thioalkoxy as defined in F22 herein, and trihalomethyl as defined in F22 herein;

t is an integer from 0 to 4;

or pharmaceutically acceptable salts thereof.

94. (New) The pharmaceutical composition according to Claim 91, wherein Q is:



wherein R^a is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, amino, carboxyl, carboxylalkyl as defined in F17 herein, cyano, and halo;

R^b is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, acyl as defined in F7 herein, aryl as defined in F21 herein, heteroaryl as defined in F22 herein, and heterocyclic as defined in F23 herein;

w is an integer from 0 to 3;

or pharmaceutically acceptable salts thereof.

95. (New) The pharmaceutical composition according to Claim 91, wherein R¹ is selected from the group consisting of mono-, di- and tri-substituted phenyl groups.
96. (New) The pharmaceutical composition according to Claim 95, wherein R¹ is a monosubstituted phenyl selected from the group consisting of 4-azidophenyl, 4-bromophenyl, 4-chlorophenyl, 4-cyanophenyl, 4-ethylphenyl, 4-fluorophenyl, 4-iodophenyl, 4-(phenylcarbonyl)-phenyl, and 4-(1-ethoxy)ethylphenyl.
97. (New) The pharmaceutical composition according to Claim 95, wherein R¹ is a disubstituted phenyl selected from the group consisting of 3,5-dichlorophenyl, 3,5-difluorophenyl, 3-5-di(trifluoromethyl)-phenyl, 3,4-dichlorophenyl, 3-4-difluorophenyl, 3-(trifluoromethyl)-4-chlorophenyl, 3-chloro-4-cyanophenyl, 3-chloro-4-iodophenyl, and 3,4-methylenedioxyphenyl.
98. (New) The pharmaceutical composition according to Claim 95, wherein R¹ is a trisubstituted phenyl selected from the group consisting of 3,4,5-trifluorophenyl and 3,4,5-trichlorophenyl.
99. (New) The pharmaceutical composition according to Claim 91, wherein R¹ is selected from 2-naphthyl, quinolin-3-yl, 2-methylquinolin-6-yl, benzothiazol-6-yl, 5-indolyl, and phenyl.
100. (New) The pharmaceutical composition according to Claim 91, wherein R¹ is selected from the group consisting of:
- phenyl, 1-naphthyl, 2-naphthyl, 2-chlorophenyl, 2-fluorophenyl,
 - 2-bromophenyl, 2-hydroxyphenyl, 2-nitrophenyl, 2-methylphenyl,
 - 2-methoxyphenyl, 2-phenoxyphenyl, 2-trifluoromethylphenyl,
 - 4-fluorophenyl, 4-chlorophenyl, 4-bromophenyl, 4-nitrophenyl,
 - 4-methylphenyl, 4-hydroxyphenyl, 4-methoxyphenyl, 4-ethoxyphenyl,

4-butoxyphenyl, 4-*iso*-propylphenyl, 4-phenoxyphenyl,
4-trifluoromethylphenyl, 4-hydroxymethylphenyl, 3-methoxyphenyl,
3-hydroxyphenyl, 3-nitrophenyl, 3-fluorophenyl, 3-chlorophenyl,
3-bromophenyl, 3-phenoxyphenyl, 3-thiomethoxyphenyl, 3-methylphenyl,
3-trifluoromethylphenyl, 2,3-dichlorophenyl, 2,3-difluorophenyl,
2,4-dichlorophenyl, 2,5-dimethoxyphenyl, 3,4-dichlorophenyl,
3,4-difluorophenyl, 3,4-methylenedioxyphenyl, 3,4-dimethoxyphenyl,
3,5-difluorophenyl, 3,5-dichlorophenyl, 3,5-di-(trifluoromethyl)phenyl,
3,5-dimethoxyphenyl, 2,4-dichlorophenyl, 2,4-difluorophenyl,
2,6-difluorophenyl, 3,4,5-trifluorophenyl, 3,4,5-trimethoxyphenyl,
3,4,5-tri-(trifluoromethyl)phenyl, 2,4,6-trifluorophenyl,
2,4,6-trimethylphenyl, 2,4,6-tri-(trifluoromethyl)phenyl,
2,3,5-trifluorophenyl, 2,4,5-trifluorophenyl, 2,5-difluorophenyl,
2-fluoro-3-trifluoromethylphenyl, 4-fluoro-2-trifluoromethylphenyl,
2-fluoro-4-trifluoromethylphenyl, 4-benzyloxyphenyl,
2-chloro-6-fluorophenyl, 2-fluoro-6-chlorophenyl,
2,3,4,5,6-pentafluorophenyl, 2,5-dimethylphenyl, 4-phenylphenyl,
2-fluoro-3-trifluoromethylphenyl, adamantyl, benzyl, 2-phenylethyl,
3-phenyl-*n*-propyl, 4-phenyl-*n*-butyl, methyl, ethyl, *n*-propyl, *iso*-propyl,
iso-butyl, *sec*-butyl, *tert*-butyl, *n*-pentyl, *iso*-valeryl, *n*-hexyl, cyclopropyl,
cyclobutyl, cyclohexyl, cyclopentyl, cyclopent-1-enyl, cyclopent-2-enyl,
cyclohex-1-enyl, -CH₂-cyclopropyl, -CH₂-cyclobutyl, -CH₂-cyclohexyl,
-CH₂-cyclopentyl, -CH₂CH₂-cyclopropyl, -CH₂CH₂-cyclobutyl,
-CH₂CH₂-cyclohexyl, -CH₂CH₂-cyclopentyl, pyrid-2-yl, pyrid-3-yl,
pyrid-4-yl, fluoropyridyls, chloropyridyls, thien-2-yl, thien-3-yl,
benzothiazol-4-yl, 2-phenylbenzoxazol-5-yl, furan-2-yl,
benzofuran-2-yl, thionaphthen-2-yl, thionaphthen-3-yl, thionaphthen-4-yl,
2-chlorothiophen-5-yl, 3-methylisoxazol-5-yl, 2-(thiophenyl)thien-5-yl,

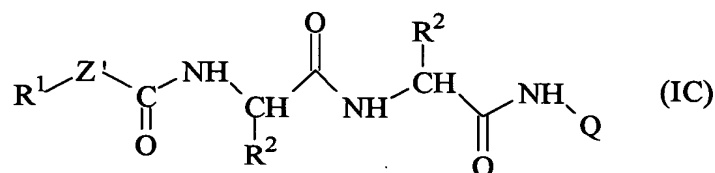
6-methoxythionaphthen-2-yl, 3-phenyl-1,2,4-thiooxadiazol-5-yl, 2-phenyloxazol-4-yl, indol-3-yl, 1-phenyl-tetraol-5-yl, allyl, 2-(cyclohexyl)ethyl, $(\text{CH}_3)_2\text{CH}=\text{CHCH}_2\text{CH}_2\text{CH}(\text{CH}_3)-$, $\phi\text{C}(\text{O})\text{CH}_2-$, thien-2-yl-methyl, 2-(thien-2-yl)ethyl, 3-(thien-2-yl)-*n*-propyl, 2-(4-nitrophenyl)ethyl, 2-(4-methoxyphenyl)ethyl, norboran-2-yl, (4-methoxyphenyl)methyl, (2-methoxyphenyl)methyl, (3-methoxyphenyl)methyl, (3-hydroxyphenyl)methyl, (4-hydroxyphenyl)methyl, (4-methoxyphenyl)methyl, (4-methylphenyl)methyl, (4-fluorophenyl)methyl, (4-fluorophenoxy)methyl, (2,4-dichlorophenoxy)ethyl, (4-chlorophenyl)methyl, (2-chlorophenyl)methyl, (1-phenyl)ethyl, (1-(*p*-chlorophenyl)ethyl, (1-trifluoromethyl)ethyl, (4-methoxyphenyl)ethyl, $\text{CH}_3\text{OC}(\text{O})\text{CH}_2-$, benzylthiomethyl, 5-(methoxycarbonyl)-*n*-pentyl, 3-(methoxycarbonyl)-*n*-propyl, indan-2-yl, 2-methylbenzofuran-3-yl, methoxymethyl, $\text{CH}_3\text{CH}=\text{CH}-$, $\text{CH}_3\text{CH}_2\text{CH}=\text{CH}-$, (4-chlorophenyl) $\text{C}(\text{O})\text{CH}_2-$, (4-fluorophenyl) $\text{C}(\text{O})\text{CH}_2-$, (4-methoxyphenyl) $\text{C}(\text{O})\text{CH}_2-$, 4-(fluorophenyl)- $\text{NHC}(\text{O})\text{CH}_2-$, 1-phenyl-*n*-butyl, $(\phi)_2\text{CHNHC}(\text{O})\text{CH}_2\text{CH}_2-$, $(\text{CH}_3)_2\text{NC}(\text{O})\text{CH}_2-$, $(\phi)_2\text{CHNHC}(\text{O})\text{CH}_2\text{CH}_2-$, methylcarbonylmethyl, (2,4-dimethylphenyl) $\text{C}(\text{O})\text{CH}_2-$, 4-methoxyphenyl- $\text{C}(\text{O})\text{CH}_2-$, phenyl- $\text{C}(\text{O})\text{CH}_2-$, $\text{CH}_3\text{C}(\text{O})\text{N}(\phi)-$, ethenyl, methylthiomethyl, $(\text{CH}_3)_3\text{CNHC}(\text{O})\text{CH}_2-$, 4-fluorophenyl- $\text{C}(\text{O})\text{CH}_2-$, diphenylmethyl, phenoxymethyl, 3,4-methylenedioxyphenyl- CH_2- , benzo[b]thiophen-3-yl, $(\text{CH}_3)_3\text{COC}(\text{O})\text{NHCH}_2-$, *trans*-styryl, $\text{H}_2\text{NC}(\text{O})\text{CH}_2\text{CH}_2-$, 2-trifluoromethylphenyl- $\text{C}(\text{O})\text{CH}_2$, $\phi\text{C}(\text{O})\text{NHCH}(\phi)\text{CH}_2-$, mesityl, $\text{CH}_3\text{CH}(\text{=NHOH})\text{CH}_2-$, 4- $\text{CH}_3-\phi\text{-NHC}(\text{O})\text{CH}_2\text{CH}_2-$, $\phi\text{C}(\text{O})\text{CH}(\phi)\text{CH}_2-$, $(\text{CH}_3)_2\text{CHC}(\text{O})\text{NHCH}(\phi)-$, $\text{CH}_3\text{CH}_2\text{OCH}_2-$, $\text{CH}_3\text{OC}(\text{O})\text{CH}(\text{CH}_3)(\text{CH}_2)_3-$, 2,2,2-trifluoroethyl, 1-(trifluoromethyl)ethyl, 2- CH_3 -benzofuran-3-yl,

2-(2,4-dichlorophenoxy)ethyl, $\phi\text{SO}_2\text{CH}_2$ -, 3-cyclohexyl-*n*-propyl, $\text{CF}_3\text{CH}_2\text{CH}_2\text{CH}_2$ - and N-pyrrolidinyl.

101. (New) The pharmaceutical composition according to Claim 91, wherein R^2 is independently selected from the group consisting of alkyl, substituted alkyl, alkenyl, cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocycle.
102. (New) The pharmaceutical composition according to Claim 91, wherein R^2 is independently selected from the group consisting of:
- methyl, ethyl, *n*-propyl, *iso*-propyl, *n*-butyl, *iso*-butyl, *sec*-butyl, *tert*-butyl, $-\text{CH}_2\text{CH}(\text{CH}_2\text{CH}_3)_2$, 2-methyl-*n*-butyl, 6-fluoro-*n*-hexyl, phenyl, benzyl, cyclohexyl, cyclopentyl, cycloheptyl, allyl, *iso*-but-2-enyl, 3-methylpentyl, $-\text{CH}_2$ -cyclopropyl, $-\text{CH}_2$ -cyclohexyl, $-\text{CH}_2\text{CH}_2$ -cyclopropyl, $-\text{CH}_2\text{CH}_2$ -cyclohexyl, $-\text{CH}_2$ -indol-3-yl, *p*-(phenyl)phenyl, *o*-fluorophenyl, *m*-fluorophenyl, *p*-fluorophenyl, *m*-methoxyphenyl, *p*-methoxyphenyl, phenethyl, benzyl, *m*-hydroxybenzyl, *p*-hydroxybenzyl, *p*-nitrobenzyl, *m*-trifluoromethylphenyl, *p*-(CH_3)₂NCH₂CH₂CH₂O-benzyl, *p*-(CH_3)₂COC(O)CH₂O-benzyl, *p*-(HOOCCH₂O)-benzyl, 2-aminopyrid-6-yl, *p*-(N-morpholino-CH₂CH₂O)-benzyl, $-\text{CH}_2\text{CH}_2\text{C}(\text{O})\text{NH}_2$, $-\text{CH}_2$ -imidazol-4-yl, $-\text{CH}_2$ -(3-tetrahydrofuranyl), $-\text{CH}_2$ -thiophen-2-yl, $-\text{CH}_2$ -(1-methyl)cyclopropyl, $-\text{CH}_2$ -thiophen-3-yl, thiophen-3-yl, thiophen-2-yl, $-\text{CH}_2$ -C(O)O-*t*-butyl, $-\text{CH}_2$ -C(CH₃)₃, $-\text{CH}_2\text{CH}(\text{CH}_2\text{CH}_3)_2$, 2-methylcyclopentyl, cyclohex-2-enyl, $-\text{CH}[\text{CH}(\text{CH}_3)_2]\text{COOCH}_3$, $-\text{CH}_2\text{CH}_2\text{N}(\text{CH}_3)_2$, $-\text{CH}_2\text{C}(\text{CH}_3)=\text{CH}_2$, $-\text{CH}_2\text{CH}=\text{CHCH}_3$ (cis and trans), $-\text{CH}_2\text{OH}$, $-\text{CH}(\text{OH})\text{CH}_3$, $-\text{CH}(\text{O}-t\text{-butyl})\text{CH}_3$, $-\text{CH}_2\text{OCH}_3$, $-(\text{CH}_2)_4\text{NH-Boc}$, $-(\text{CH}_2)_4\text{NH}_2$, $-\text{CH}_2$ -pyridyl, pyridyl, $-\text{CH}_2$ -naphthyl, $-\text{CH}_2$ -(N-morpholino), *p*-(N-morpholino-CH₂CH₂O)-benzyl, benzo[b]thiophen-2-yl, 5-chlorobenzo[b]thiophen-2-yl, 4,5,6,7-tetrahydrobenzo[b]thiophen-2-yl, benzo[b]thiophen-3-yl,

5-chlorobenzo[b]thiophen-3-yl, benzo[b]thiophen-5-yl,
6-methoxynaphth-2-yl, $-\text{CH}_2\text{CH}_2\text{SCH}_3$, thien-2-yl, and thien-3-yl.

103. (New) A compound of formula IC:



wherein R¹ is selected from the group consisting of:

- A) alkyl of from 1 to 10 carbon atoms;
- B) alkenyl of from 2 to 10 carbon atoms and 1-2 sites of alkenyl unsaturation;
- C) alkynyl of from 2 to 10 carbon atoms and from 1-2 sites of alkynyl unsaturation;
- D) cycloalkyl of from 3 to 12 carbon atoms;
- E) cycloalkenyl of from 4 to 8 carbon atoms;
- F) substituted alkyl of from 1 to 10 carbon atoms, having from 1 to 3 substituents selected from:
 - 1) alkoxy of from 1 to 10 carbon atoms;
 - 2) substituted alkoxy of the formula substituted alkyl-O- where substituted alkyl is as defined in F herein;
 - 3) cycloalkyl which is as defined in D herein;
 - 4) substituted cycloalkyl is defined in I herein;
 - 5) cycloalkenyl which is defined in E herein;
 - 6) substituted cycloalkenyl which is defined in J herein;
 - 7) acyl selected from alkyl-C(O)-, substituted alkyl-C(O)-, cycloalkyl-C(O)-, substituted cycloalkyl-C(O)-, aryl-C(O)-, heteroaryl-C(O)- and heterocyclic-C(O)- wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein cycloalkyl is defined in D herein; wherein substituted cycloalkyl is

- defined in I herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- 8) acylamino having the formula $-C(O)NRR$ where each R is independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, or heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- 9) acyloxy selected from alkyl-C(O)O-, substituted alkyl-C(O)O-, cycloalkyl-C(O)O-, aryl-C(O)O-, heteroaryl-C(O)O-, and heterocyclic-C(O)O- wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein cycloalkyl is defined in D herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- 10) amino;
- 11) aminoacyl having the formula $-NRC(O)R$ wherein each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, and heterocyclic; wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- 12) aminoacyloxy having the formula $-NRC(O)OR$ wherein each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, and heterocyclic; wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

- 13) cyano;
- 14) halogen;
- 15) hydroxyl;
- 16) carboxyl;
- 17) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;
- 18) thiol;
- 19) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;
- 20) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;
- 21) aryl having from 6 to 14 ring carbon atoms, optionally substituted with from 1 to 5 substituents selected from the group consisting of:
 - a) hydroxy;
 - b) acyl as defined in F7 herein;
 - c) acyloxy as defined in F9 herein;
 - d) alkyl as defined in A herein;
 - e) substituted alkyl as defined in F herein;
 - f) alkoxy as defined in F1 herein;
 - g) substituted alkoxy as defined in F2 herein;
 - h) alkenyl as defined in B herein;
 - i) substituted alkenyl as defined in G herein;
 - j) alkynyl as defined in C herein;
 - k) substituted alkynyl as defined in H herein;
 - l) amino;
 - m) aminoacyl as defined in F11 herein;
 - n) acylamino as defined in F8 herein;
 - o) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

- p) aryl as defined in F21 herein;
- q) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;
- r) azido;
- s) carboxyl;
- t) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;
- u) cyano;
- v) halo selected from fluoro, chloro, bromo and iodo;
- w) nitro;
- x) heteroaryl as defined in F22 herein;
- y) heterocyclic as defined in F23 herein;
- z) aminoacyloxy as defined in F12 herein;
- aa) oxyacylamino having the formula -OC(O)NRR where each R is independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, or heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- bb) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;
- cc) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;
- dd) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein;
- ee) thioheteroaryloxy having the formula -S-heteroaryl wherein heteroaryl is defined F22 herein;
- ff) -SO-alkyl wherein alkyl is defined in A herein;

- gg) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;
- hh) -SO-aryl wherein aryl is defined in F21 herein;
- ii) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;
- jj) -SO₂-alkyl wherein alkyl is defined in A herein;
- kk) -SO₂-substituted alkyl wherein substituted alkyl is defined in F herein;
- ll) -SO₂-aryl wherein aryl is defined in F21 herein;
- mm) -SO₂-heteroaryl wherein heteroaryl is defined in F22 herein;
- nn) trihalomethyl wherein halo is defined in I20 herein;
- oo) mono- and dialkylamino wherein alkyl is defined in A herein;
- pp) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;
- qq) mono- and di-arylamino wherein aryl is defined in F21 herein;
- rr) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;
- ss) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein;
- tt) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

- 22) heteroaryl of from 1 to 15 ring carbon atoms and 1 to 4 ring heteroatoms selected from oxygen, nitrogen and sulfur, optionally substituted with from 1 to 5 substituents selected from:
- a) alkyl as defined in A herein;
 - b) substituted alkyl as defined in F herein;
 - c) alkoxy as defined in F1 herein;
 - d) substituted alkoxy as defined in F2 herein;
 - e) aryl as defined in F21 herein;
 - f) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;
 - g) halo selected from fluoro, chloro, bromo and iodo;
 - h) nitro;
 - i) heteroaryl as defined in F22 herein;
 - j) thiol;
 - k) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;
 - l) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;
 - m) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein; and
 - n) trihalomethyl wherein halo is defined in I20 herein;
- 23) heterocyclic of from 1 to 15 ring carbon atoms and from 1 to 4 ring atoms selected from nitrogen, sulfur and oxygen, optionally substituted with from 1 to 5 substituents selected from:
- a) alkyl as defined in A herein;
 - b) substituted alkyl as defined in F herein;
 - c) alkoxy as defined in F1 herein;
 - d) substituted alkoxy as defined in F2 herein;
 - e) aryl as defined in F21 herein;

- f) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;
 - g) halo selected from fluoro, chloro, bromo and iodo;
 - h) nitro;
 - i) heteroaryl as defined in F22 herein;
 - j) thiol;
 - k) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;
 - l) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;
 - m) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein; and
 - n) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;
- 24) aryloxy of the formula -O-aryl wherein aryl is defined in F21 herein;
 - 25) heteroaryloxy of the formula -O-heteroaryl wherein heteroaryl is defined in F22 herein;
 - 26) hydroxyamino;
 - 27) alkoxyamino wherein alkoxy is defined in F1 herein;
 - 28) nitro;
 - 29) -SO-alkyl wherein alkyl is defined in A herein;
 - 30) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;
 - 31) -SO-aryl wherein aryl is defined in F21 herein;
 - 32) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;
 - 33) -SO₂-alkyl wherein alkyl is defined in A herein;
 - 34) -SO₂-substituted alkyl wherein substituted alkyl is defined in F herein;
 - 35) -SO₂-aryl wherein aryl is defined in F21 herein;
 - 36) -SO₂-heteroaryl wherein heteroaryl is defined in F22 herein;

- 37) mono- and dialkylamino wherein alkyl is defined in A herein;
 - 38) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;
 - 39) mono- and di-arylamino wherein aryl is defined in F21 herein;
 - 40) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;
 - 41) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein;
 - 42) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- G) substituted alkenyl having from 1 to 3 substituents selected from the group consisting of:
- 1) alkoxy as defined in F1 herein;
 - 2) substituted alkoxy as defined in F2 herein;
 - 3) acyl as defined in F7 herein;
 - 4) acylamino as defined in F8 herein;
 - 5) acyloxy as defined in F9 herein;
 - 6) amino;
 - 7) aminoacyl as defined in F11 herein;
 - 8) aminoacyloxy as defined in F12 herein;
 - 9) cyano;
 - 10) halogen selected from fluoro, chloro, bromo and iodo;
 - 11) hydroxyl;
 - 12) carboxyl;
 - 13) carboxylalkyl as defined in F17 herein;

- 14) thiol;
- 15) thioalkoxy as defined in F19 herein;
- 16) substituted thioalkoxy as defined in F20 herein;
- 17) aryl as defined in F21 herein;
- 18) heteroaryl as defined in F22 herein;
- 19) heterocyclic as defined in F23 herein;
- 20) nitro;
- 21) -SO-alkyl wherein alkyl is defined in A herein;
- 22) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;
- 23) -SO-aryl wherein aryl is defined in F21 herein;
- 24) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;
- 25) -SO₂-alkyl wherein alkyl is defined in A herein;
- 26) -SO₂-substituted alkyl wherein substituted alkyl is defined in F herein;
- 27) -SO₂-aryl wherein aryl is defined in F21 herein;
- 28) -SO₂-heteroaryl wherein heteroaryl is defined in F22 herein;
- 29) mono- and dialkylamino wherein alkyl is defined in A herein;
- 30) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;
- 31) mono- and di-arylamino wherein aryl is defined in F21 herein;
- 32) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;
- 33) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein; and
- 34) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein;

wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

H) substituted alkynyl of from 1 to 3 substituents selected from:

- 1) alkoxy as defined in F1 herein;
- 2) substituted alkoxy as defined in F2 herein;
- 3) acyl as defined in F7 herein;
- 4) acylamino as defined in F8 herein;
- 5) acyloxy as defined in F9 herein;
- 6) amino;
- 7) aminoacyl as defined in F11 herein;
- 8) aminoacyloxy as defined in F12 herein;
- 9) cyano;
- 10) halogen selected from fluoro, chloro, bromo and iodo;
- 11) hydroxyl;
- 12) carboxyl;
- 13) carboxylalkyl as defined in F17 herein;
- 14) thiol;
- 15) thioalkoxy as defined in F19 herein;
- 16) substituted thioalkoxy as defined in F20 herein;
- 17) aryl as defined in F21 herein;
- 18) heteroaryl as defined in F22 herein;
- 19) heterocyclic as defined in F23 herein;
- 20) nitro;
- 21) -SO-alkyl wherein alkyl is defined in A herein;
- 22) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;
- 23) -SO-aryl wherein aryl is defined in F21 herein;
- 24) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;
- 25) -SO₂-alkyl wherein alkyl is defined in A herein;

- 26) -SO₂-substituted alkyl wherein substituted alkyl is defined in F herein;
 - 27) -SO₂-aryl wherein aryl is defined in F21 herein;
 - 28) -SO₂-heteroaryl wherein heteroaryl is defined in F22 herein;
 - 29) mono- and dialkylamino wherein alkyl is defined in A herein;
 - 30) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;
 - 31) mono- and di-arylamino wherein aryl is defined in F21 herein;
 - 32) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;
 - 33) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein; and
 - 34) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;
- I) substituted cycloalkyl having 3 to 12 carbon atoms and from 1 to 5 substituents selected from the group consisting of:
- 1) hydroxy;
 - 2) acyl as defined in F7 herein;
 - 3) acyloxy as defined in F9 herein;
 - 4) alkyl as defined in A herein;
 - 5) substituted alkyl as defined in F herein;
 - 6) alkoxy as defined in F1 herein;
 - 7) substituted alkoxy as defined in F2 herein;
 - 8) alkenyl as defined in B herein;
 - 9) substituted alkenyl as defined in G herein;

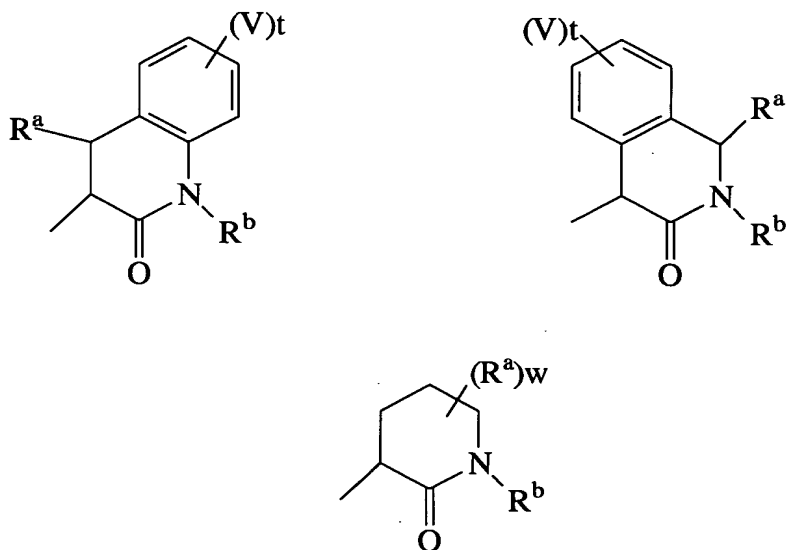
- 10) alkynyl as defined in C herein;
 - 11) substituted alkynyl as defined in H herein;
 - 12) amino;
 - 13) aminoacyl as defined in F11 herein;
 - 14) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;
 - 15) aryl as defined in F21 herein;
 - 16) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;
 - 17) carboxyl;
 - 18) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;
 - 19) cyano;
 - 20) halo selected from fluoro, chloro, bromo and iodo;
 - 21) nitro;
 - 22) heteroaryl as defined in F22 herein;
 - 23) thioalkoxy as defined in F19 herein;
 - 24) substituted thioalkoxy as defined in F20 herein; and
 - 25) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;
- J) substituted cycloalkenyl having from 4 to 8 carbon atoms and from 1 to 5 substituents selected from the group consisting of:
- 1) hydroxy;
 - 2) acyl as defined in F7 herein;
 - 3) acyloxy as defined in F9 herein;
 - 4) alkyl as defined in A herein;
 - 5) substituted alkyl as defined in F herein;
 - 6) alkoxy as defined in F1 herein;
 - 7) substituted alkoxy as defined in F2 herein;

- 8) alkenyl as defined in B herein;
 - 9) substituted alkenyl as defined in G herein;
 - 10) alkynyl as defined in C herein;
 - 11) substituted alkynyl as defined in H herein;
 - 12) amino;
 - 13) aminoacyl as defined in F11 herein;
 - 14) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;
 - 15) aryl as defined in F21 herein;
 - 16) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;
 - 17) carboxyl;
 - 18) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;
 - 19) cyano;
 - 20) halo selected from fluoro, chloro, bromo and iodo;
 - 21) nitro;
 - 22) heteroaryl as defined in F22 herein;
 - 23) thioalkoxy as defined in F19 herein;
 - 24) substituted thioalkoxy as defined in F20 herein; and
 - 25) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;
- K) aryl as defined in F21 herein;
- L) heteroaryl as defined in F22 herein; and
- M) heterocyclic as defined in F23 herein;
- R² is independently selected from the group consisting of:
- N) alkyl as defined in A herein;
 - O) alkenyl as defined in B herein;

- P) alkynyl as defined in C herein;
- Q) substituted alkyl as defined in F herein;
- R) substituted alkenyl as defined in G herein;
- S) substituted alkynyl as defined in H herein;
- T) cycloalkyl as defined in D herein;
- U) aryl as defined in F21 herein;
- V) heteroaryl as defined in F22 herein;
- W) heterocyclic as defined in F23 herein;
- W¹) 2-aminopyrid-6-yl;
- W²) 2-methylcyclopentyl;
- W³) cyclohex-2-enyl; and
- W⁴) $-(\text{CH}_2)_4\text{NHC}(\text{O})\text{OC}(\text{CH}_3)_3$;

Z' is represented by the formula $-\text{CX}'\text{X}''-$, $-\text{T-CH}_2-$ or $-\text{T-C}(\text{O})-$, where T is selected from the group consisting of oxygen, sulfur, $-\text{NR}^5$, where R^5 is hydrogen, acyl as defined in F7 herein, alkyl as defined in A herein, aryl as defined in F21 herein, or heteroaryl as defined in F22 herein; X' is hydrogen, hydroxy, or fluoro; X'' is hydrogen, hydroxy, or fluoro; or X' and X'' together form an oxo group;

wherein Q is selected from the group consisting of:



wherein R^a is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, amino, carboxyl, carboxylalkyl as defined in F17 herein, cyano, and halo;

R^b is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, acyl as defined in F7 herein, aryl as defined in F21 herein, heteroaryl as defined in F22 herein, and heterocyclic as defined in F23 herein;

each V is independently selected from the group consisting of hydroxy, acyl as defined in F7 herein, acyloxy as defined in F9 herein, alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, alkenyl as defined in B herein, substituted alkenyl

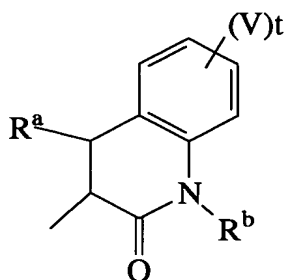
as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, amino, aminoacyl as defined in F11 herein, alkaryl as defined in F21 herein, aryl as defined in F21 herein, aryloxy as defined in F21 herein, carboxyl, carboxyalkyl as defined in F17 herein, cyano, halo, nitro, heteroaryl as defined in F22 herein, thioalkoxy as defined in F22 herein, substituted thioalkoxy as defined in F22 herein, and trihalomethyl as defined in F22 herein;

t is an integer from 0 to 4;

w is an integer from 0 to 3;

or pharmaceutically acceptable salts thereof.

104. (New) The compound according to Claim 103, wherein Q is:



wherein R^a is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, amino, carboxyl, carboxylalkyl as defined in F17 herein, cyano, and halo;

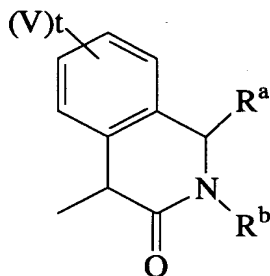
R^b is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, acyl as defined in F7 herein, aryl as defined in F21 herein, heteroaryl as defined in F22 herein, and heterocyclic as defined in F23 herein;

each V is independently selected from the group consisting of hydroxy, acyl as defined in F7 herein, acyloxy as defined in F9 herein, alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, amino, aminoacyl as defined in F11 herein, alkaryl as defined in F21 herein, aryl as defined in F21 herein, aryloxy as defined in F21 herein, carboxyl, carboxyalkyl as defined in F17 herein, cyano, halo, nitro, heteroaryl as defined in F22 herein, thioalkoxy as defined in F22 herein, substituted thioalkoxy as defined in F22 herein, and trihalomethyl as defined in F22 herein;

t is an integer from 0 to 4;

or pharmaceutically acceptable salts thereof.

105. (New) The compound according to Claim 103, wherein Q is:



wherein R^a is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, amino, carboxyl, carboxylalkyl as defined in F17 herein, cyano, and halo;

R^b is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, acyl as defined in F7 herein, aryl as defined in F21 herein, heteroaryl as defined in F22 herein, and heterocyclic as defined in F23 herein;

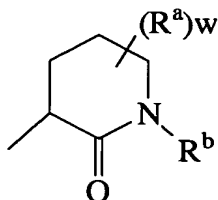
each V is independently selected from the group consisting of hydroxy, acyl as defined in F7 herein, acyloxy as defined in F9 herein, alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, amino, aminoacyl as defined in F11 herein, alkaryl as defined in F21 herein, aryl as defined in F21 herein, aryloxy as defined in F21 herein,

carboxyl, carboxyalkyl as defined in F17 herein, cyano, halo, nitro, heteroaryl as defined in F22 herein, thioalkoxy as defined in F22 herein, substituted thioalkoxy as defined in F22 herein, and trihalomethyl as defined in F22 herein;

t is an integer from 0 to 4;

or pharmaceutically acceptable salts thereof.

106. (New) The compound according to Claim 103, wherein Q is:



wherein R^a is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, amino, carboxyl, carboxylalkyl as defined in F17 herein, cyano, and halo;

R^b is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, acyl as defined in F7 herein, aryl as defined in F21 herein, heteroaryl as defined in F22 herein, and heterocyclic as defined in F23 herein;

w is an integer from 0 to 3;

or pharmaceutically acceptable salts thereof.

107. The compound according to Claim 103, where R^1 is selected from the group consisting of mono-, di- and trisubstituted phenyl groups.
108. (New) The compound according to Claim 107, wherein R^1 is a monosubstituted phenyl selected from the group consisting of 4-azidophenyl, 4-bromophenyl, 4-chlorophenyl, 4-cyanophenyl, 4-ethylphenyl, 4-fluorophenyl, 4-iodophenyl, 4-(phenylcarbonyl)-phenyl, and 4-(1-ethoxy)ethylphenyl.
109. (New) The compound according to Claim 107, wherein R^1 is a disubstituted phenyl selected from the group consisting of 3,5-dichlorophenyl, 3,5-difluorophenyl, 3,5-di(trifluoromethyl)-phenyl, 3,4-dichlorophenyl, 3,4-difluorophenyl, 3-(trifluoromethyl)-4-chlorophenyl, 3-chloro-4-cyanophenyl, 3-chloro-4-iodophenyl, and 3,4-methylenedioxyphenyl.
110. (New) The compound according to Claim 107, wherein R^1 is a trisubstituted phenyl selected from the group consisting of 3,4,5-trifluorophenyl and 3,4,5-trichlorophenyl.
111. (New) The compound according to Claim 103, wherein R^1 is selected from 2-naphthyl, quinolin-3-yl, 2-methylquinolin-6-yl, benzothiazol-6-yl, 5-indolyl, and phenyl.
112. The compound according to Claim 103, wherein R^1 is selected from the group consisting of:
- phenyl, 1-naphthyl, 2-naphthyl, 2-chlorophenyl, 2-fluorophenyl,
 - 2-bromophenyl, 2-hydroxyphenyl, 2-nitrophenyl, 2-methylphenyl,
 - 2-methoxyphenyl, 2-phenoxyphenyl, 2-trifluoromethylphenyl, 4-fluorophenyl,
 - 4-chlorophenyl, 4-bromophenyl, 4-nitrophenyl, 4-methylphenyl,
 - 4-hydroxyphenyl, 4-methoxyphenyl, 4-ethoxyphenyl, 4-butoxyphenyl,

4-*iso*-propylphenyl, 4-phenoxyphenyl, 4-trifluoromethylphenyl,
4-hydroxymethylphenyl, 3-methoxyphenyl, 3-hydroxyphenyl, 3-nitrophenyl,
3-fluorophenyl, 3-chlorophenyl, 3-bromophenyl, 3-phenoxyphenyl,
3-thiomethoxyphenyl, 3-methylphenyl, 3-trifluoromethylphenyl,
2,3-dichlorophenyl, 2,3-difluorophenyl, 2,4-dichlorophenyl,
2,5-dimethoxyphenyl, 3,4-dichlorophenyl, 3,4-difluorophenyl,
3,4-methylenedioxyphenyl, 3,4-dimethoxyphenyl, 3,5-difluorophenyl,
3,5-dichlorophenyl, 3,5-di-(trifluoromethyl)phenyl, 3,5-dimethoxyphenyl,
2,4-dichlorophenyl, 2,4-difluorophenyl, 2,6-difluorophenyl,
3,4,5-trifluorophenyl, 3,4,5-trimethoxyphenyl,
3,4,5-tri-(trifluoromethyl)phenyl, 2,4,6-trifluorophenyl,
2,4,6-trimethylphenyl, 2,4,6-tri-(trifluoromethyl)phenyl, 2,3,5-
trifluorophenyl, 2,4,5-trifluorophenyl, 2,5-difluorophenyl, 2-fluoro-3-
trifluoromethylphenyl, 4-fluoro-2-trifluoromethylphenyl, 2-fluoro-4-
trifluoromethylphenyl, 4-benzyloxyphenyl, 2-chloro-6-fluorophenyl, 2-fluoro-
6-chlorophenyl, 2,3,4,5,6-pentafluorophenyl, 2,5-dimethylphenyl,
4-phenylphenyl, 2-fluoro-3-trifluoromethylphenyl, adamantyl, benzyl, 2-
phenylethyl, 3-phenyl-*n*-propyl, 4-phenyl-*n*-butyl, methyl, ethyl, *n*-propyl,
iso-propyl, *iso*-butyl, *sec*-butyl, *tert*-butyl, *n*-pentyl, *iso*-valeryl, *n*-hexyl,
cyclopropyl, cyclobutyl, cyclohexyl, cyclopentyl, cyclopent-1-enyl,
cyclopent-2-enyl, cyclohex-1-enyl, -CH₂-cyclopropyl, -CH₂-cyclobutyl, -CH₂-
cyclohexyl, -CH₂-cyclopentyl, -CH₂CH₂-cyclopropyl, -CH₂CH₂-cyclobutyl,
-CH₂CH₂-cyclohexyl, -CH₂CH₂-cyclopentyl, pyrid-2-yl, pyrid-3-yl,
pyrid-4-yl, fluoropyridyls, chloropyridyls, thien-2-yl, thien-3-yl,
benzothiazol-4-yl, 2-phenylbenzoxazol-5-yl, furan-2-yl, benzofuran-2-yl,
thionaphthen-2-yl, thionaphthen-3-yl, thionaphthen-4-yl,
2-chlorothiophen-5-yl, 3-methylisoxazol-5-yl, 2-(thiophenyl)thien-5-yl,
6-methoxythionaphthen-2-yl, 3-phenyl-1,2,4-thioxadiazol-5-yl,
2-phenyloxazol-4-yl, indol-3-yl, 1-phenyl-tetraol-5-yl, allyl,

2-(cyclohexyl)ethyl, $(\text{CH}_3)_2\text{CH}=\text{CHCH}_2\text{CH}_2\text{CH}(\text{CH}_3)-$, $\phi\text{C}(\text{O})\text{CH}_2-$,
thien-2-yl-methyl, 2-(thien-2-yl)ethyl, 3-(thien-2-yl)-*n*-propyl,
2-(4-nitrophenyl)ethyl, 2-(4-methoxyphenyl)ethyl, norboran-2-yl,
(4-methoxyphenyl)methyl, (2-methoxyphenyl)methyl,
(3-methoxyphenyl)methyl, (3-hydroxyphenyl)methyl,
(4-hydroxyphenyl)methyl, (4-methoxyphenyl)methyl,
(4-methylphenyl)methyl, (4-fluorophenyl)methyl, (4-fluorophenoxy)methyl,
(2,4-dichlorophenoxy)ethyl, (4-chlorophenyl)methyl,
(2-chlorophenyl)methyl, (1-phenyl)ethyl, (1-(*p*-chlorophenyl)ethyl,
(1-trifluoromethyl)ethyl, (4-methoxyphenyl)ethyl, $\text{CH}_3\text{OC}(\text{O})\text{CH}_2-$,
benzylthiomethyl, 5-(methoxycarbonyl)-*n*-pentyl,
3-(methoxycarbonyl)-*n*-propyl, indan-2-yl, 2-methylbenzofuran-3-yl,
methoxymethyl, $\text{CH}_3\text{CH}=\text{CH}-$, $\text{CH}_3\text{CH}_2\text{CH}=\text{CH}-$,
(4-chlorophenyl) $\text{C}(\text{O})\text{CH}_2-$, (4-fluorophenyl) $\text{C}(\text{O})\text{CH}_2-$,
(4-methoxyphenyl) $\text{C}(\text{O})\text{CH}_2-$, 4-(fluorophenyl)- $\text{NHC}(\text{O})\text{CH}_2-$,
1-phenyl-*n*-butyl, $(\phi)_2\text{CHNHC}(\text{O})\text{CH}_2\text{CH}_2-$, $(\text{CH}_3)_2\text{NC}(\text{O})\text{CH}_2-$,
 $(\phi)_2\text{CHNHC}(\text{O})\text{CH}_2\text{CH}_2-$, methylcarbonylmethyl,
(2,4-dimethylphenyl) $\text{C}(\text{O})\text{CH}_2-$, 4-methoxyphenyl- $\text{C}(\text{O})\text{CH}_2-$,
phenyl- $\text{C}(\text{O})\text{CH}_2-$, $\text{CH}_3\text{C}(\text{O})\text{N}(\phi)-$, ethenyl, methylthiomethyl,
 $(\text{CH}_3)_3\text{CNHC}(\text{O})\text{CH}_2-$, 4-fluorophenyl- $\text{C}(\text{O})\text{CH}_2-$, diphenylmethyl,
phenoxymethyl, 3,4-methylenedioxyphenyl- CH_2- , benzo[b]thiophen-3-yl,
 $(\text{CH}_3)_3\text{COC}(\text{O})\text{NHCH}_2-$, *trans*-styryl, $\text{H}_2\text{NC}(\text{O})\text{CH}_2\text{CH}_2-$,
2-trifluoromethylphenyl- $\text{C}(\text{O})\text{CH}_2$, $\phi\text{C}(\text{O})\text{NHCH}(\phi)\text{CH}_2-$, mesityl,
 $\text{CH}_3\text{CH}(=\text{NHOH})\text{CH}_2-$, 4- $\text{CH}_3-\phi-\text{NHC}(\text{O})\text{CH}_2\text{CH}_2-$, $\phi\text{C}(\text{O})\text{CH}(\phi)\text{CH}_2-$,
 $(\text{CH}_3)_2\text{CHC}(\text{O})\text{NHCH}(\phi)-$, $\text{CH}_3\text{CH}_2\text{OCH}_2-$, $\text{CH}_3\text{OC}(\text{O})\text{CH}(\text{CH}_3)(\text{CH}_2)_3-$,
2,2,2-trifluoroethyl, 1-(trifluoromethyl)ethyl, 2- CH_3 -benzofuran-3-yl,
2-(2,4-dichlorophenoxy)ethyl, $\phi\text{SO}_2\text{CH}_2-$, 3-cyclohexyl-*n*-propyl,
 $\text{CF}_3\text{CH}_2\text{CH}_2\text{CH}_2-$ and N-pyrrolidinyl.

113. (New) The compound according to Claim 103, wherein R² is independently selected from the group consisting of alkyl, substituted alkyl, alkenyl, cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, and optionally substituted heterocycle.
114. (New) The compound according to Claim 103, wherein R² is selected from the group consisting of:
- methyl, ethyl, *n*-propyl, *iso*-propyl, *n*-butyl, *iso*-butyl, *sec*-butyl, *tert*-butyl, -CH₂CH(CH₂CH₃)₂, 2-methyl-*n*-butyl, 6-fluoro-*n*-hexyl, phenyl, benzyl, cyclohexyl, cyclopentyl, cycloheptyl, allyl, *iso*-but-2-enyl, 3-methylpentyl, -CH₂-cyclopropyl, -CH₂-cyclohexyl, -CH₂CH₂-cyclopropyl, -CH₂CH₂-cyclohexyl, -CH₂-indol-3-yl, *p*-(phenyl)phenyl, *o*-fluorophenyl, *m*-fluorophenyl, *p*-fluorophenyl, *m*-methoxyphenyl, *p*-methoxyphenyl, phenethyl, benzyl, *m*-hydroxybenzyl, *p*-hydroxybenzyl, *p*-nitrobenzyl, *m*-trifluoromethylphenyl, *p*-(CH₃)₂NCH₂CH₂CH₂O-benzyl, *p*-(CH₃)₃COC(O)CH₂O-benzyl, *p*-(HOOCCH₂O)-benzyl, 2-aminopyrid-6-yl, *p*-(N-morpholino-CH₂CH₂O)-benzyl, -CH₂CH₂C(O)NH₂, -CH₂-imidazol-4-yl, -CH₂-(3-tetrahydrofuranyl), -CH₂-thiophen-2-yl, -CH₂-(1-methyl)cyclopropyl, -CH₂-thiophen-3-yl, thiophen-3-yl, thiophen-2-yl, -CH₂-C(O)O-*t*-butyl, -CH₂-C(CH₃)₃, 2-methylcyclopentyl, cyclohex-2-enyl, -CH[CH(CH₃)₂]COOCH₃, -CH₂CH₂N(CH₃)₂, -CH₂C(CH₃)=CH₂, -CH₂CH=CHCH₃ (*cis* and *trans*), -CH₂OH, -CH(OH)CH₃, -CH(O-*t*-butyl)CH₃, -CH₂OCH₃, -(CH₂)₄NH-*tert*-butyloxycarbonyl, -(CH₂)₄NH₂, -CH₂-pyridyl, pyridyl, -CH₂-naphthyl, -CH₂-(N-morpholino), *p*-(N-morpholino-CH₂CH₂O)-benzyl, benzo[b]thiophen-2-yl, 5-chlorobenzo[b]thiophen-2-yl, 4,5,6,7-tetrahydrobenzo[b]thiophen-2-yl, benzo[b]thiophen-3-yl, 5-chlorobenzo[b]thiophen-3-yl, benzo[b]thiophen-5-yl, 6-methoxynaphth-2-yl, -CH₂CH₂SCH₃, thien-2-yl, and thien-3-yl.

115. (New) The compound according to Claim 103, wherein Z' is $-\text{CH}_2-$.